

RECORDATION NO 28268 FILED

JAN 04 '10

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Net Railcar Lease (Schedule 3), dated as of January 4, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: Entergy Arkansas, Inc.
639 Loyola Avenue
New Orleans, LA 70113

Anne K. Quinlan, Esquire
January 4, 2010
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A description of the railroad equipment covered by the enclosed document is:

587 railcars within the series ETRX 750960 - ETRX 751440 and ETRX 850191 - ETRX 851273 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Master Net Railcar Lease (Schedule 3).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 04 '10

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER NET RAILCAR LEASE

THIS MEMORANDUM OF MASTER NET RAILCAR LEASE dated as of this 4th day of January, 2010, is made by **RBS ASSET FINANCE, INC.**, a New York corporation, with an address at 71 S. Wacker Drive, Chicago, IL 60606 ("Lessor"), and **ENTERGY ARKANSAS, INC.**, an Arkansas corporation, with an address at 639 Loyola Avenue, New Orleans, LA 70113 ("Lessee" and, together with Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and Lessee entered into that certain Master Net Railcar Lease dated as of January 4th, 2010, together with (and only to the extent of) Schedule No. 3 (together, the "Lease"), covering the equipment listed on Exhibit A hereto (the "Equipment").

WHEREAS, the parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and a description of the Equipment, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

EXHIBIT A
TO THE MEMORANDUM OF MASTER NET RAILCAR LEASE
DATED AS OF JANUARY 4, 2010

EQUIPMENT

<u>Car Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	750960	750970
ETRX	750972	750978
ETRX	750980	750991
ETRX	750993	751008
ETRX	751010	751045
ETRX	751047	751075
ETRX	751077	751080
ETRX	751082	751103
ETRX	751105	751111
ETRX	751113	751118
ETRX	751120	751123
ETRX	751125	751134
ETRX	751136	751147
ETRX	751149	751196
ETRX	751198	751205
ETRX	751207	751207
ETRX	751209	751218
ETRX	751220	751224
ETRX	751226	751237
ETRX	751241	751267
ETRX	751269	751308
ETRX	751310	751320
ETRX	751322	751333
ETRX	751335	751343
ETRX	751345	751349
ETRX	751351	751368
ETRX	751370	751384
ETRX	751386	751390
ETRX	751392	751413
ETRX	751415	751437
ETRX	751439	751440
ETRX	850191	850274
ETRX	850276	850276
ETRX	851219	851267
ETRX	851269	851269
ETRX	851271	851273

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

RBS ASSET FINANCE, INC.

By: 
Name: **Soula Perakis**
Title: **Assistant Vice President**

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENTERGY ARKANSAS, INC.

By: _____
Name: _____
Title: _____


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

RBS ASSET FINANCE, INC.

By: _____
Name
Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENTERGY ARKANSAS, INC.

By:  _____
Name: Steven C. McNeal
Title: Vice President and Treasurer

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/4/2010



Robert W. Alvord